

PINNACLE FINANCIAL PARTNERS, INC.
AMENDED AND RESTATED
HUMAN RESOURCES AND COMPENSATION COMMITTEE CHARTER

Approved by the Board of Directors on January 15, 2019

Purpose of the Human Resources and Compensation Committee

The Board of Directors of Pinnacle Financial Partners, Inc. (the “Board”) has established the Human Resources and Compensation Committee (the “Committee”) of the Board to assist the Board in:

- 1) Reviewing and adopting Human Resources policies for Pinnacle Financial Partners, Inc. and its subsidiaries (including Pinnacle Bank) (collectively, the “Firm”).
- 2) Ensuring that the overall personnel needs of the Firm are being met.
- 3) Overseeing the Firm’s overall compensation structure and strategy for the Firm’s executive officers and such other key employees as may be determined by the Committee.

Members of the Human Resources and Compensation Committee

The Committee must be comprised of at least three members of the Board. The Committee must be comprised solely of independent directors.

An independent director must not be an officer or associate of the Firm or its subsidiaries and must not have any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

Each member of the Committee must (i) be an Independent Director within the meaning of the rules of the Nasdaq Stock Market (“Nasdaq”) and the Securities and Exchange Commission (“SEC”), (ii) be a “non-employee director” within the meaning of Rule 16b-3 issued by the SEC, and (iii) be an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code, as amended. In determining whether a director is eligible to serve on the Committee, the Board shall consider any compensation received by the director and whether the director is affiliated with the Company, a subsidiary of the Company, or an affiliate of a subsidiary of the Company to determine whether such affiliation would impair the director's judgment as a member of the Committee.

The members of the Committee shall be nominated for membership on the Committee by the Nominating and Corporate Governance Committee and elected by the Board. Each member of the Committee shall serve a one year term or until such director's earlier resignation or removal. Any member may resign his or her position as a member of the Committee upon notice given in writing or by electronic transmission to the Board. A member may be removed from the Committee upon the majority vote of the Board. The Chair of the Committee will be nominated by the Nominating and Corporate Governance Committee and elected by the Board.

Responsibilities of the Human Resources and Compensation Committee

The Committee shall have the responsibility to oversee the Firm's overall compensation structure and strategy for the Firm's executive officers and such other key employees as may be determined by the Committee. The Committee is responsible to the Board for the following duties:

- 1) Reviewing and adopting all material Human Resources policies.
- 2) Ensuring that the overall personnel needs of the Firm are being met.
 - Adopting succession and management development plans for appropriate personnel.
 - Reviewing future personnel needs and recruitment program results.
 - Reviewing the Firm's compliance with its Affirmative Action Plan.
 - Overseeing the performance appraisal system.
 - Evaluating associate morale and human resources risk.
- 3) Providing oversight for all matters of compensation and benefits for the Firm's executive officers and other employees as the Committee shall determine, which shall include.
 - Reviewing annually and determining the individual compensation and incentive arrangements (including any employment or severance agreements) for the executive officers of the Firm and reviewing compensation and incentive arrangements for all other officers of the Firm.
 - Establishing strategies and compensation policies and programs for associates of the Firm to provide incentives for delivery of value to the Firm's shareholders.
 - Establishing policies to hire and retain senior executives, with the objective of aligning the compensation of senior management with the business of the Firm and the interests of the Firm's shareholders.
 - At least annually, discussing, reviewing and evaluating with the Senior Risk Officer, the senior executive officer compensation plans and the employee compensation plans and the risks these plans pose to the Firm.
 - Reviewing and discussing with management the Compensation Discussion and Analysis included in the Company's proxy statement and/or annual report on Form 10-K, and providing a report disclosing this review and discussion and

whether, based thereon, the Committee recommended that the Compensation Discussion and Analysis be included in the proxy statement and/or report.

- Providing all required certifications of its risk reviews and all required narrative disclosure of such reviews in the Compensation Discussion and Analysis.
- Reviewing all material associate benefit programs, including new plans and revisions, overall cost and regulatory compliance.
- Overseeing the overall compensation strategies of the Firm and the compliance of those compensation arrangements with applicable law.
- Reviewing the Firm's equity-based incentive plans or equity related incentives to ensure they provide proper incentives and avoid excessive dilution of ownership by existing shareholders and making recommendations to the Board and shareholders with respect to amendments to the plans, including changes in the number of shares authorized for issuance thereunder.
- Approving for submission to stockholders all new equity-related incentive plans, and material amendments thereto, required to be approved by the shareholders under applicable listing requirements of Nasdaq or any stock exchange on which the Firm's securities are then listed.
- Granting, in accordance with the provisions of applicable stock incentive plans, stock options, stock purchase rights or other equity-based incentives to individuals eligible for such grants (including executive officers subject to the provisions of Section 16 of the Securities Exchange Act of 1934, as amended ("Section 16 Executives"), and amending such stock options or other equity awards in accordance with the terms of the applicable plans.
- Authorizing the repurchase of options, shares or other equity interests from terminated associates.
- Approving tax qualified, non-discriminatory associate benefit plans or parallel non-qualified plans that provide for the acquisition of stock or options by officers, directors, associates or consultants.
- Approving stock-based incentives or stock issuances to persons not previously an associate or director as an inducement material to the person's employment with the Firm.
- Developing and administering a compensation policy for senior management that contains appropriate performance incentives and equity-linked components and determining whether executive officers are to receive any incentive bonus compensation based on the performance of the Firm relative to such performance goals and objectives, or such other amounts as the Committee determines.

- Surveying the amount and types of executive compensation paid by comparable companies.
- Implementing and administering incentive compensation programs for executive officers and authorizing all awards to such individuals under the incentive programs.
- Performing annual reviews and approving corporate goals and objectives relevant to executive officers' compensation, evaluating each executive officer's performance in light of those goals and objectives, and setting each executive officer's compensation levels based on this evaluation. Specifically, the Committee will set compensation for the Chief Executive Officer, approve compensation for other senior executive officers and review all other compensation for the Firm's senior officers. In determining any long-term incentive component of the Chief Executive Officer's compensation, the Committee will consider, among other relevant factors, the Firm's performance and relative shareholder return, the value of incentive awards to chief executive officers at comparable companies, and the awards given to the Firm's Chief Executive Officer in past years. The Chief Executive Officer of the Firm may not be present during voting or deliberations by the Committee on his or her compensation.
- Administering the Firm's stock option plan and other equity-based incentive plans with respect to the Firm's executive officers and associates.
- Approving equity incentive awards, special cash payments or other material benefits made available to Section 16 Executives.
- Approving employment, non-competition, change of control, severance or similar agreements with executive officers and amendments to such agreements.
- Evaluating annually adherence by each executive officer to the Associate Code of Conduct and taking such evaluation into account in determining such executive officer's compensation levels.
- Reviewing the overall effectiveness of the Firm's associate benefit plans.
- Making recommendations to the Board concerning the compensation of non-management members of the Board for service on the Board and committees thereof.
- Reviewing and reassessing the adequacy of this charter on at least an annual basis and recommending any changes thereto to the Board.

In addition to the matters set forth herein, the Committee will perform such other functions as required by law, the listing requirements of Nasdaq or any stock exchange on which the Firm's securities are then listed, the Firm's Charter or Bylaws, or Board resolution.

Meetings

The Committee shall meet at least five times per calendar year and may from time to time require specially called meetings, as deemed necessary by the Chair of the Committee. A majority of the members of the Committee present at a meeting shall constitute a quorum. All determinations of the Committee shall be made by a majority of its members at a duly convened meeting. In lieu of a meeting, the Committee may act by unanimous written consent. The Chair of the Committee will preside at each meeting of the Committee and shall set the length of each meeting and the agenda of items to be addressed at each meeting. In the absence of the Chair at a duly convened meeting, the Committee or the Chair shall select a member of the Committee to serve as chair of the meeting. The Chief Executive Officer shall not be present when the Committee is assessing the performance of, or determining the compensation for or incentives to, the Chief Executive Officer. Moreover, the Committee shall meet in executive session at such times as the Chair or the other members of the Committee may determine.

Subcommittees

The Committee may, by resolution passed by a majority of the Committee, designate one or more subcommittees, each subcommittee to consist of one or more of the members of the Committee. The Committee may delegate such authority to a subcommittee as the Committee deems appropriate.

Reporting

The Committee shall maintain written minutes of all meetings and consent actions, which shall be recorded or filed with the books and records of the Firm and made available to the Board. The Committee will make regular reports to the Board with respect to the compensation of all executive officers, including incentive-compensation plans and equity-based plans, and as required by law, regulations or applicable stock exchange regulations. Reports of significant matters presented at meetings of the Committee will be given by the Chair of the Committee to the Board on an as needed basis.

Committee Report on Executive Compensation

The Committee shall prepare a report, regarding executive compensation, for inclusion in the Firm's proxy statement or annual report as required by, and in accordance with, applicable rules and regulations.

Assistance from Others

The Committee shall have the responsibility and authority, in its sole discretion, to retain, or obtain advice from, external advisers, legal counsel and compensation consultants, to the extent

determined appropriate by the Committee, to facilitate the performance of the functions of the Committee and shall be directly responsible for the appointment, compensation and oversight of the work of any such counsel, adviser or consultant. All external advisors engaged by the Committee shall report directly to the members of the Committee. Specifically, the Committee shall have the sole authority to retain, obtain advice from, and terminate any compensation consultant to be used to assist in the evaluation of director, Chief Executive Officer or senior executive officer compensation and shall have the sole authority to approve the consultant's fees and other retention terms. The Committee has the same authority to retain, obtain advice from and terminate other experts to advise or assist it, including legal counsel, accountants, financial analysts or other compensation advisers. The Firm will provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to such consultants, counsel and advisers. The Committee may select or receive advice from any consultant, legal counsel or adviser that it prefers, including consultants, legal counsel or advisers that are not independent; provided, however, that prior to selecting or receiving advice from any such consultant, legal counsel or adviser (other than in-house legal counsel), and annually thereafter, the Committee shall take into consideration the following factors (as well as any other factors that may be required under the rules of Nasdaq or the SEC): (i) the provision of other services to the Firm by the person that employs any such consultant, legal counsel or adviser; (ii) the amount of fees received from the Firm by the person that employs any such consultant, legal counsel or adviser, as a percentage of the total revenue of the person that employs any such consultant, legal counsel or adviser; (iii) the policies and procedures of the person that employs any such consultant, legal counsel or adviser that are designed to prevent conflicts of interest; (iv) any business or personal relationship of any such consultant, legal counsel or adviser with a member of the Committee; (v) any stock of the Firm owned by any such consultant, legal counsel or adviser; and (vi) any business or personal relationship of any such consultant, legal counsel or adviser or the person employing any such consultant, legal counsel or adviser with an executive officer of the Firm. The Committee need not conduct the foregoing assessment for any such consultant, legal counsel or adviser acting in a role limited to those activities for which such assessment is not required under the rules of Nasdaq.

The Committee may also request reports from the Chief Executive Officer, the Chief Financial Officer, the Director of Human Resources or any other officer of the Firm.

Performance Evaluation

Each year, the Committee shall review and assess the adequacy and appropriateness of this charter and the Committee's own performance. The results of such evaluation and any proposed changes to the charter should be presented to the full Board.